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OF COUNSEL  
URBAN A. LESTER

19042-B  
NOV 17 1994 -2 35 PM

November 17, 1994

Mr. Vernon A. Williams  
Acting Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are four (4) copies of a Partial Termination of Lease, dated as of November 16, 1994, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Interim User Agreement, dated as of November 2, 1994, which was duly filed under Recordation Number 19042.

The names and addresses of the parties to the enclosed documents are:

Lessor:	General Electric Company 2901 East Lake Road Erie, Pennsylvania 16531
Lessee:	The Baltimore and Ohio Chicago Terminal Railroad Company CSX Transportation, Inc. 500 Water Street Jacksonville, Florida 32202

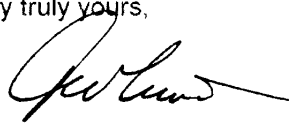
A description of the railroad equipment covered by the enclosed document is attached to the Partial Termination as Exhibit A.

Mr. Vernon A. Williams  
November 17, 1994  
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Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return three stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg  
Enclosures

## PARTIAL TERMINATION OF LEASE

THIS PARTIAL TERMINATION OF LEASE, made as of the 16th day of November, 1994 by and among General Electric Company, a New York corporation acting through its Transportation Systems Business Operation ("GE"), CSX Transportation, Inc., a corporation of the Commonwealth of Virginia ("CSXT") and The Baltimore and Ohio Chicago Terminal Railroad Company, a corporation of the State of Illinois ("Railroad").

WHEREAS, GE, CSXT and Railroad are parties to an Interim User Agreement dated as of November 2, 1994 (the "Lease"); and

WHEREAS, the Lease and a Memorandum thereof were duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, on November 3, 1994, at 3:15 p.m. and given Recordation Numbers 19042 and 19042-A, respectively; and

WHEREAS, GE, CSXT and Railroad desire to terminate and cancel the Lease solely with respect to the equipment described herein and to record such termination and cancellation with the ICC;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad, CSXT and GE, intending to be legally bound, agree as follows:

1. Railroad, CSXT and GE hereby terminate and cancel the Lease, effective November 17, 1994, solely with respect to the 15 units of equipment listed in Exhibit A, attached hereto and incorporated herein by reference (hereinafter, the "Terminated Equipment").
2. The parties agree to record this Partial Termination of Lease with the ICC so as to release GE's lien against the Terminated Equipment.
3. This Partial Termination of Lease may be executed by the parties in one or more counterparts (or upon separate signature pages bound together in one or more counterparts) which together shall constitute but one and the same instrument.

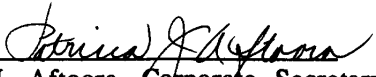
19042-B

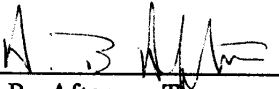
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IN WITNESS WHEREOF, Railroad, CSXT and GE have each caused this Partial Termination of Lease to be duly executed by their authorized officers as of the day and year first above written.

Attest

THE BALTIMORE AND OHIO  
CHICAGO TERMINAL RAILROAD  
COMPANY

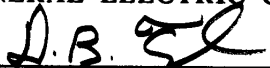
  
P. J. Aftoora, Corporate Secretary

By:   
A. B. Aftoora, Treasurer

Attest

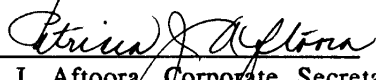
GENERAL ELECTRIC COMPANY

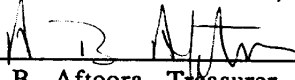
  
M. J. Baughman, Attesting Secretary

By:   
D. B. Tucker, General Manager  
Americas Locomotive Marketing/  
Sales/Service

Attest

CSX TRANSPORTATION, INC.

  
P. J. Aftoora, Corporate Secretary

By:   
A. B. Aftoora, Treasurer

### Exhibit A

As part of the Lease, Lessee was permitted to change the Road Numbers on the Locomotives, such that at any time during the term of the Lease, any particular Locomotive could have either of two Road Numbers. The Terminated Equipment which is the subject of this Partial Termination is as follows:

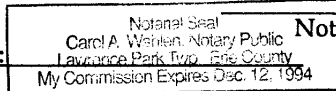
<b>Former Road Number <u>at Delivery</u></b>	<b>Possible Revised <u>Road Number</u></b>
9100	1
9103	4
9104	5
9105	6
9106	7
9107	8
9108	9
9109	10
9110	11
9111	12
9112	13
9113	14
N/A	15
N/A	16
N/A	17

Commonwealth of Pennsylvania )

County of Erie )

On this 14th day of November, 1994, before me personally appeared D. B. Tucker to me personally known, who, being duly sworn, did say that he is General Manager, Americas Locomotive Marketing/Sales/Service of General Electric Company, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

My commission expires:



*Carol A. Wiseman*  
Notary Public

State of Florida )

County of Duval )

On this 15th day of November, 1994, before me personally appeared A. B. Aftoora, to me personally known, who, being duly sworn, did say that he is Treasurer of The Baltimore and Ohio Chicago Terminal Railroad Company, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

My commission expires:

*July 28, 1995*

*Howard Michael Lee*  
Notary Public

HOWARD MICHAEL LEE  
NOTARY PUBLIC, STATE OF FLORIDA  
My Commission Expires July 28, 1995  
Commission No CC 131234

State of Florida )

County of Duval )

On this 15th day of November, 1994, before me personally appeared A. B. Aftoora to me personally known, who, being duly sworn, did say that he is Treasurer of CSX Transportation, Inc., that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

My commission expires:

*July 28, 1995*

*Howard Michael Lee*  
Notary Public

HOWARD MICHAEL LEE  
NOTARY PUBLIC, STATE OF FLORIDA  
My Commission Expires July 28, 1995  
Commission No CC 131234